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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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| ----- | X |
| In re: | : Chapter 11 |
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| SEARS HOLDINGS CORPORATION, <i>et al.</i>, | : Case No. 18-23538 (RDD) |
| | : |
| Debtors.¹ | : (Jointly Administered) |
| | : |
| ----- | X |

**JOINDER OF PREP HANOVER REAL ESTATE LLC IN OBJECTION OF VARIOUS
LANDLORDS TO NOTICES OF FILING OF REVISED PROPOSED ORDER (I)
APPROVING THE ASSET PURCHASE AGREEMENT AMONG SELLERS AND
BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (III)
AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN EXECUTORY
CONTRACTS, AND LEASES IN CONNECTION THEREWITH AND (IV) GRANTING
RELATED RELIEF**

Now comes PREP Hanover Real Estate LLC (the "Landlord"), by its undersigned counsel,
and hereby joins and adopts the Objection of Various Landlords as stated in Docket Numbers 2380

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

and 2380-1 (the “Objection”), as if the same were set forth fully herein, to the *Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief* [Docket No. 2332] and the *Notice of Filing Second Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief* [Docket No. 2378]. As set forth in the Objection, the Landlord respectfully requests that in the event the Court approves the proposed sale of substantially all of the Debtors’ business assets to the Buyer, that any order approving the sale incorporate the changes outlined in the Landlord Proposed Sale Order attached as Exhibit A to the Objection.

RESERVATION OF RIGHTS

The Landlord expressly reserves the right to amend, supplement, and/or modify this Joinder and to file in the future additional appropriate pleadings.

CONCLUSION

WHEREFORE, the Landlord requests that (i) if the Court approves the proposed sale of substantially all of the Debtors’ business assets to the Buyer, any order approving the sale incorporate the changes outlined in the Landlord Proposed Sale Order attached as Exhibit A to the Objection, and (ii) grant to the Landlord such other and further relief as is just and appropriate.

Dated: New York, New York
February 5, 2019

**BENESCH, FRIEDLANDER, COPLAN
& ARONOFF LLP**

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